

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

IN RE: BILL HEARD ENTERPRISES, INC., et al.,¹ Debtors.)))))	Chapter 11 Case No. 08-83029-JAC-11
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**ORDER ON DEBTORS' APPLICATION FOR ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF BURR & FORMAN LLP AS COUNSEL
FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon consideration of the Application² (the "Application") filed September 28, 2008 by Bill Heard Enterprises, Inc. ("Heard") and certain of its direct and indirect subsidiaries (the "Subsidiaries"), as debtors and debtors in possession (collectively, the "Debtors"), for the issuance and entry of an order, pursuant to §§ 327(a) and 1107 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing and approving the retention and employment of Burr & Forman LLP ("Burr & Forman") as counsel for the Debtors; and upon the

¹ In addition to Bill Heard Enterprises, Inc., the Debtors include the following entities: (i) Bill Heard Chevrolet Company, (ii) Tom Jumper Chevrolet, Inc., (iii) Bill Heard Chevrolet, Inc. - Huntsville, (iv) Landmark Chevrolet, Ltd., (v) Bill Heard Chevrolet, Ltd., (vi) Bill Heard Chevrolet Corporation Nashville, (vii) Bill Heard Chevrolet Corporation - Orlando, (viii) Bill Heard Chevrolet, Inc. - Union City, (ix) Bill Heard Chevrolet at Town Center, LLC, (x) Bill Heard Chevrolet, Inc. - Collierville, (xi) Bill Heard Chevrolet, Inc. - Scottsdale, (xii) Bill Heard Chevrolet, Inc. - Plant City, (xiii) Bill Heard Chevrolet, Inc. - Buford, (xiv) Bill Heard Chevrolet Corporation - Las Vegas, (xv) Bill Heard Chevrolet Corporation - N.W. Las Vegas, (xvi) Twentieth Century Land Corp., (xvii) Enterprise Aviation, Inc., (xviii) Century Land Corporation, (xix) Century Land Company - Tennessee, (xx) Bill Heard Management, LLC, (xxi) Landmark Vehicle Mgt., LLC, (xxii) Georgia Services Group, LLC, (xxiii) Columbus Transportation, LLC

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

Affidavit of Robert B. Rubin, a partner of Burr & Forman, which is annexed to the Application as Exhibit "A" (the "Rubin Affidavit"); and it appearing that the attorneys of Burr & Forman who will be actively engaged in these cases have been admitted to this Court; and the Court being satisfied that, except as set forth in the Rubin Affidavit, (a) the Debtors have consulted with Burr & Forman prior to the Petition Date with respect to, *inter alia*, advice regarding a host of issues related to the Debtors' restructuring efforts and the preparation for the commencement and prosecution of these chapter 11 cases; (b) Burr & Forman and the attorneys that have been assigned to these chapter 11 cases have considerable experience in chapter 11 reorganization cases and the fields of debtors' and creditors' rights generally; (c) Burr & Forman has performed other work for the Debtors in the past, and is therefore familiar with the Debtors' corporate structures and businesses; (d) Burr & Forman does not hold or represent any interest adverse to the Debtors or to their bankruptcy estates; and (e) Burr & Forman is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code, as modified by § 1107(b) of the Bankruptcy Code; and the Court having determined that the retention and employment of Burr & Forman is necessary and is in the best interests of the Debtors and their estates; and due notice of the Application having been given to (1) the Bankruptcy Administrator for the Northern District of Alabama; (2) counsel for the Debtors' primary prepetition secured lenders; (3) counsel for the Debtors' proposed postpetition secured lenders; (4) the Debtors' forty (40) largest unsecured creditors (on a consolidated basis); and (5) the District Director of Internal Revenue Service for the Northern District of Alabama; and it appearing that no other or further notice need be given; and no adverse interest being represented; and upon hearing held on the Application on September 29, 2008; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Application is granted and approved; and it is further

ORDERED that, in accordance with §§ 327(a), 329 and 1107 of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are authorized and empowered to retain and employ Burr & Forman as attorneys to represent them in these chapter 11 cases, and to perform any other legal services requested by the Debtors, effective as of the Petition Date, September 28, 2008; and it is further

ORDERED that the Debtors are authorized employ Burr & Forman at the regular hourly rates set forth in the Application. The Debtors estates shall be jointly and severally liable for all fees and expenses incurred by the employment of Burr & Forman. The Debtors are permitted to make monthly or weekly payments to Burr & Forman equal to 100% of the amount of fees charged and 100% of expenses billed by Burr & Forman in its representation of the Debtors without further order of the Court, subject to the submission of later applications to the Court for approval of those fees. All fees and expenses shall be subject to final approval of this Court.

DONE and ORDERED this day September 30, 2008

/s/ Jack Caddell
Jack Caddell
U.S. Bankruptcy Judge